IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO. et al.,) Case No. 01-01139 (JKF)
Debtors.) RE: 24036 4 24945

ORDER APPROVING FINAL APPLICATION OF PIPER JAFFRAY & CO. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FORMER FINANCIAL ADVISOR TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS REPRESENTATIVE FOR THE PERIOD FEBRUARY 13, 2006 THROUGH OCTOBER 31, 2009

Piper Jaffray & Co. ("PJC"), as Former Financial Advisor to David T. Austern, Asbestos PI Future Claimants' Representative, filed its Final Application for Compensation for Services Rendered and Reimbursement of Expenses for the Period February 13, 2006 through October 31, 2009 (the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334;
- (b) the notice of the Application, and any hearing on the Application, was adequate under the circumstances; and
- (c) all persons with standing have been afforded the opportunity to be heard on the Application.

Accordingly, it is hereby

ORDERED that PJC is hereby awarded \$3,347,142.86 as final compensation and \$15,254.52 as final expenses incurred during the administration of this case.

Judith K. Fitzgerald
United States Bankruptcy Judge

Dated: June 10, 2010